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SECRETARY, BOARD OF
OIL, GAS & MINING

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BERRY PETROLEUM COMPANY FOR AN ORDER ESTABLISHING 40-ACRE DRILLING AND SPACING UNITS FOR PRODUCTION OF OIL AND GAS FROM THE GREEN RIVER AND WASATCH FORMATIONS UNDERLYING SECTIONS 5 AND 7 IN TOWNSHIP 6 SOUTH, RANGE 4 WEST, USM, DUCHESNE COUNTY, UTAH.

REQUEST FOR AGENCY ACTION

Docket No. 2014-004

Cause No. 272-03

BERRY PETROLEUM COMPANY (“Berry”), by and through its attorneys, Holland & Hart LLP, pursuant to Utah Code Ann. §§ 40-6-5(3)(b) and 40-6-6, hereby requests the Board of Oil, Gas and Mining (the “Board”) to enter an order establishing 40 acre drilling and spacing units for the production of oil and gas from the Green River and Wasatch Formations underlying Sections 5 and 7, Township 6 South, Range 4 West, USM (the “Subject Lands”).

In support of its Request for Agency Action (“Request”), Berry respectfully states and represents:

1. Berry is a Delaware corporation in good standing having its principal place of business in Denver, Colorado. Berry is qualified to do business in Utah and is fully and appropriately bonded with all Federal and State of Utah agencies.

2. The Board has jurisdiction of the parties and of the subject matter of this Request pursuant to Utah Code Ann. § 40-6-1, *et seq.*

3. The Subject Lands are within the area generally known as the Brundage Canyon Field. The oil and gas in the Subject Lands is owned by the United States of America, and the mineral interest underlying the Subject Lands has been leased under United States Oil and Gas Lease UTU-8894A. Berry owns a majority of the working interest in this lease.

4. The Subject Lands currently have not been spaced under any order of the Board. The wells drilled on the Subject Lands have been located in accordance with the Utah Division of Oil, Gas and Mining's ("DOGM") and the Board's general rules, including the well location and siting rules contained in Utah Admin. Code R649-3-2.

5. The Green River and Wasatch Formations are defined for purposes of this Request as follows:

the stratigraphic equivalent of the interval from the top of the Green River Formation to the base of the Wasatch Formation as found at 1461 feet measured depth (MD) and 8176 feet MD, respectively, in the Ute Tribal 16-24-55 Well, API No. 43013326720000, located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 24, T5S, R5W, USM.

6. Berry is the operator of numerous wells located on the Subject Lands. Geologic and engineering data obtained from these wells, as well as other wells from the surrounding area, suggest that one well will efficiently and economically drain the oil and gas from an area of approximately 40 acres from the Green River and Wasatch Formations.

7. Berry believes that the requested order will allow for the orderly development of the Subject Lands, will prevent waste, will adequately protect the correlative rights of all affected parties, and is just and reasonable.

8. Berry is concurrently filing a separate certificate of mailing which lists all persons known to Berry whose legally protected interests in the Subject Lands will be

affected by this Request, together with their last known addresses. Said list contains the names and addresses of known mineral owners (lessors), overriding royalty or other production interest owners, working interest owners (lessees), and active producers and operators. There are no respondents or adverse parties known at this time to Berry.

WHEREFORE, Berry respectfully requests that:

1. This Request be set for hearing at the regularly scheduled meeting of the Board on January 22, 2014.

2. That due notice of such hearing be given as provided by law.

3. That following said hearing, the Board enter an order:


(a) Providing for the establishment of 40-acre drilling and spacing units for the production of oil and gas from the Green River and Wasatch Formations for the Subject Lands.

(b) Making such findings and orders in connection with this Request as it deems necessary.

(c) Providing for such other and further relief as may be just and equitable under the circumstances.

Respectfully submitted this 10th day of December, 2013.

BERRY PETROLEUM COMPANY

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